



United States of America
FEDERAL TRADE COMMISSION
Washington, DC 20580

June 7, 2013

David A. Schwartz, Esquire
Counsel For United Technologies Corp.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

Re: GenCorp Inc.'s Proposed Acquisition of Pratt & Whitney Rocketdyne from
United Technologies Corp., File No. 121-0182

Dear Mr. Schwartz:

The Commission has been conducting an investigation to determine whether GenCorp, Inc.'s proposed acquisition of Pratt & Whitney Rocketdyne from United Technologies Corp. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.